

SCHEDULE 1 – TERMS OF ISSUE OF CLASS A PERFORMANCE SHARES

1. RIGHTS ATTACHED TO CLASS A PERFORMANCE SHARES

- (a) No voting rights, but entitles the Holder to receive notices of general meetings and financial reports and accounts that are circulated to shareholders and the right to attend general meetings.
- (b) No dividend entitlements.
- (c) No entitlement to participate in new issues offered to Ordinary Shareholders.
- (d) Right to be converted into Ordinary Shares in accordance with clause 2 of this Schedule.
- (e) No right to participate in the surplus assets of the Company on winding up.
- (f) Rank pari passu amongst themselves.
- (g) Not transferrable.
- (h) Expire three (3) years from the date of Admission (**'Expiry Date'**).

2. CONVERSION

- (a) Subject to achievement of the Performance Milestone prior to the Expiry Date and clause 2(e) of this Schedule, all of the Performance Shares shall automatically and immediately convert into Ordinary Shares whereby each Performance Share shall convert into one (1) Ordinary Share (**'Conversion'**).
- (b) As soon as practicable after the date on which the Performance Shares are convertible into Ordinary Shares, the Company must effect the Conversion by:
 - (i) cancelling all the Performance Shares held by the Holder and the share certificate or holding statement in relation to such Performance Shares; and
 - (ii) issuing to the Holder the number of Ordinary Share(s) into which their Performance Shares are convertible and a share certificate or a holding statement for such Ordinary Shares.
- (c) Ordinary Shares issued upon Conversion of the Performance Shares will rank equally with other Ordinary Shares on issue in the Company.
- (d) The Company must cause any Ordinary Shares issued on Conversion of the Performance Shares to be granted quotation on the ASX.
- (e) Notwithstanding the above, the Conversion is subject to the Company obtaining any shareholder, ASX and/or regulatory approval for the Conversion (if required by the Company's Constitution, the *Corporations Act 2001* (Cth) and/or the Listing Rules). The Company shall use its best endeavours to promptly obtain any such approval and do all other acts required to effect the Conversion.

3. PERFORMANCE MILESTONE

The Company generating accumulated revenue (as determined in accordance with the Australian Accounting Standards) of A\$15,000,000 in any 12 month period prior to the Expiry Date.

4. COMPLIANCE WITH ASX LISTING RULES

Where the Company has achieved the Admission, the terms of issue of the Performance Shares contained in this Schedule may be amended as necessary by notice in writing to the Holder in order to comply with the ASX Listing Rules or any directions of the ASX regarding the terms of the Performance Shares.

5. REDEMPTION

If the Performance Milestone is not achieved by the Expiry Date, the Company shall redeem all of the Performance Shares held by the Holder for a total aggregate sum of A\$1.00, upon which the Holder shall deliver to the Company the share certificate or holding statement in relation to the Performance Shares to the Company and the Performance Shares shall be immediately cancelled thereafter.

6. DEFINITIONS

- (a) **A\$** means Australian dollars.
- (b) **Admission** means the admission of the Company to the Official List of the ASX.
- (c) **ASX** means ASX Limited ACN 008 624 691 or the securities exchange market operated by ASX Limited, as the context requires.
- (d) **Company** means Candy Club Holdings Limited ACN 629 598 778.
- (e) **Conversion** means the conversion of Performance Shares into Ordinary Shares as referred to in clause 2(a) of this Schedule.
- (f) **Expiry Date** means the date referred to in clause 1(h) of this Schedule.
- (g) **Holder** means a registered holder of the Performance Shares.
- (h) **Listing Rules** means the official listing rules of the ASX, as amended from time to time.
- (i) **Ordinary Share** means an ordinary share issued in the capital of the Company.
- (j) **Ordinary Shareholder** means a registered holder of an Ordinary Share.
- (k) **Performance Milestone** means the performance milestone referred to in clause 3 of this Schedule.
- (l) **Performance Shares** means the Class A Performance Shares in the Company which are issued on the terms contained within this Schedule.

SCHEDULE 2 – TERMS OF ISSUE OF CLASS B PERFORMANCE SHARES

1. RIGHTS ATTACHED TO CLASS B PERFORMANCE SHARES

- (a) No voting rights, but entitles the Holder to receive notices of general meetings and financial reports and accounts that are circulated to shareholders and the right to attend general meetings.
- (b) No dividend entitlements.
- (c) No entitlement to participate in new issues offered to Ordinary Shareholders.
- (d) Right to be converted into Ordinary Shares in accordance with clause 2 of this Schedule.
- (e) No right to participate in the surplus assets of the Company on winding up.
- (f) Rank pari passu amongst themselves.
- (g) Not transferrable.
- (h) Expire three (3) years from the date of Admission (**'Expiry Date'**).

2. CONVERSION

- (a) Subject to achievement of the Performance Milestone prior to the Expiry Date and clause 2(e) of this Schedule, all of the Performance Shares shall automatically and immediately convert into Ordinary Shares whereby each Performance Share shall convert into one (1) Ordinary Share (**'Conversion'**).
- (b) As soon as practicable after the date on which the Performance Shares are convertible into Ordinary Shares, the Company must effect the Conversion by:
 - (i) cancelling all the Performance Shares held by the Holder and the share certificate or holding statement in relation to such Performance Shares; and
 - (ii) issuing to the Holder the number of Ordinary Share(s) into which their Performance Shares are convertible and a share certificate or a holding statement for such Ordinary Shares.
- (c) Ordinary Shares issued upon Conversion of the Performance Shares will rank equally with other Ordinary Shares on issue in the Company.
- (d) The Company must cause any Ordinary Shares issued on Conversion of the Performance Shares to be granted quotation on the ASX.
- (e) Notwithstanding the above, the Conversion is subject to the Company obtaining any shareholder, ASX and/or regulatory approval for the Conversion (if required by the Company's Constitution, the *Corporations Act 2001* (Cth) and/or the Listing Rules). The Company shall use its best endeavours to promptly obtain any such approval and do all other acts required to effect the Conversion.

3. PERFORMANCE MILESTONE

The Company generating accumulated revenue (as determined in accordance with the Australian Accounting Standards) of A\$20,000,000 in any 12 month period prior to the Expiry Date.

4. COMPLIANCE WITH ASX LISTING RULES

Where the Company has achieved the Admission, the terms of issue of the Performance Shares contained in this Schedule may be amended as necessary by notice in writing to the Holder in order to comply with the ASX Listing Rules or any directions of the ASX regarding the terms of the Performance Shares.

5. REDEMPTION

If the Performance Milestone is not achieved by the Expiry Date, the Company shall redeem all of the Performance Shares held by the Holder for a total aggregate sum of A\$1.00, upon which the Holder shall deliver to the Company the share certificate or holding statement in relation to the Performance Shares to the Company and the Performance Shares shall be immediately cancelled thereafter.

6. DEFINITIONS

- (a) **A\$** means Australian dollars.
- (b) **Admission** means the admission of the Company to the Official List of the ASX.
- (c) **ASX** means ASX Limited ACN 008 624 691 or the securities exchange market operated by ASX Limited, as the context requires.
- (d) **Company** means Candy Club Holdings Limited ACN 629 598 778.
- (e) **Conversion** means the conversion of Performance Shares into Ordinary Shares as referred to in clause 2(a) of this Schedule.
- (f) **Expiry Date** means the date referred to in clause 1(h) of this Schedule.
- (g) **Holder** means a registered holder of the Performance Shares.
- (h) **Listing Rules** means the official listing rules of the ASX, as amended from time to time.
- (i) **Ordinary Share** means an ordinary share issued in the capital of the Company.
- (j) **Ordinary Shareholder** means a registered holder of an Ordinary Share.
- (k) **Performance Milestone** means the performance milestone referred to in clause 3 of this Schedule.
- (l) **Performance Shares** means the Class B Performance Shares in the Company which are issued on the terms contained within this Schedule.

SCHEDULE 3 – TERMS OF ISSUE OF CLASS C PERFORMANCE SHARES

1. RIGHTS ATTACHED TO CLASS C PERFORMANCE SHARES

- (a) No voting rights, but entitles the Holder to receive notices of general meetings and financial reports and accounts that are circulated to shareholders and the right to attend general meetings.
- (b) No dividend entitlements.
- (c) No entitlement to participate in new issues offered to Ordinary Shareholders.
- (d) Right to be converted into Ordinary Shares in accordance with clause 2 of this Schedule.
- (e) No right to participate in the surplus assets of the Company on winding up.
- (f) Rank pari passu amongst themselves.
- (g) Not transferrable.
- (h) Expire three (3) years from the date of Admission (**'Expiry Date'**).

2. CONVERSION

- (a) Subject to achievement of the Performance Milestone prior to the Expiry Date and clause 2(e) of this Schedule, all of the Performance Shares shall automatically and immediately convert into Ordinary Shares whereby each Performance Share shall convert into one (1) Ordinary Share (**'Conversion'**).
- (b) As soon as practicable after the date on which the Performance Shares are convertible into Ordinary Shares, the Company must effect the Conversion by:
 - (i) cancelling all the Performance Shares held by the Holder and the share certificate or holding statement in relation to such Performance Shares; and
 - (ii) issuing to the Holder the number of Ordinary Share(s) into which their Performance Shares are convertible and a share certificate or a holding statement for such Ordinary Shares.
- (c) Ordinary Shares issued upon Conversion of the Performance Shares will rank equally with other Ordinary Shares on issue in the Company.
- (d) The Company must cause any Ordinary Shares issued on Conversion of the Performance Shares to be granted quotation on the ASX.
- (e) Notwithstanding the above, the Conversion is subject to the Company obtaining any shareholder, ASX and/or regulatory approval for the Conversion (if required by the Company's Constitution, the *Corporations Act 2001* (Cth) and/or the Listing Rules). The Company shall use its best endeavours to promptly obtain any such approval and do all other acts required to effect the Conversion.

3. PERFORMANCE MILESTONE

The Company generating accumulated revenue (as determined in accordance with the Australian Accounting Standards) of A\$25,000,000 in any 12 month period prior to the Expiry Date.

4. COMPLIANCE WITH ASX LISTING RULES

Where the Company has achieved the Admission, the terms of issue of the Performance Shares contained in this Schedule may be amended as necessary by notice in writing to the Holder in order to comply with the ASX Listing Rules or any directions of the ASX regarding the terms of the Performance Shares.

5. REDEMPTION

If the Performance Milestone is not achieved by the Expiry Date, the Company shall redeem all of the Performance Shares held by the Holder for a total aggregate sum of A\$1.00, upon which the Holder shall deliver to the Company the share certificate or holding statement in relation to the Performance Shares to the Company and the Performance Shares shall be immediately cancelled thereafter.

6. DEFINITIONS

- (a) **A\$** means Australian dollars.
- (b) **Admission** means the admission of the Company to the Official List of the ASX.
- (c) **ASX** means ASX Limited ACN 008 624 691 or the securities exchange market operated by ASX Limited, as the context requires.
- (d) **Company** means Candy Club Holdings Limited ACN 629 598 778.
- (e) **Conversion** means the conversion of Performance Shares into Ordinary Shares as referred to in clause 2(a) of this Schedule.
- (f) **Expiry Date** means the date referred to in clause 1(h) of this Schedule.
- (g) **Holder** means a registered holder of the Performance Shares.
- (h) **Listing Rules** means the official listing rules of the ASX, as amended from time to time.
- (i) **Ordinary Share** means an ordinary share issued in the capital of the Company.
- (j) **Ordinary Shareholder** means a registered holder of an Ordinary Share.
- (k) **Performance Milestone** means the performance milestone referred to in clause 3 of this Schedule.
- (l) **Performance Shares** means the Class C Performance Shares in the Company which are issued on the terms contained within this Schedule.

SCHEDULE 4 – TERMS OF ISSUE OF CLASS D PERFORMANCE SHARES

1. RIGHTS ATTACHED TO CLASS D PERFORMANCE SHARES

- (a) No voting rights, but entitles the Holder to receive notices of general meetings and financial reports and accounts that are circulated to shareholders and the right to attend general meetings.
- (b) No dividend entitlements.
- (c) No entitlement to participate in new issues offered to Ordinary Shareholders.
- (d) Right to be converted into Ordinary Shares in accordance with clause 2 of this Schedule.
- (e) No right to participate in the surplus assets of the Company on winding up.
- (f) Rank pari passu amongst themselves.
- (g) Not transferrable.
- (h) Expire three (3) years from the date of Admission (**'Expiry Date'**).

2. CONVERSION

- (a) Subject to achievement of the Performance Milestone prior to the Expiry Date and clause 2(e) of this Schedule, all of the Performance Shares shall automatically and immediately convert into Ordinary Shares whereby each Performance Share shall convert into one (1) Ordinary Share (**'Conversion'**).
- (b) As soon as practicable after the date on which the Performance Shares are convertible into Ordinary Shares, the Company must effect the Conversion by:
 - (i) cancelling all the Performance Shares held by the Holder and the share certificate or holding statement in relation to such Performance Shares; and
 - (ii) issuing to the Holder the number of Ordinary Share(s) into which their Performance Shares are convertible and a share certificate or a holding statement for such Ordinary Shares.
- (c) Ordinary Shares issued upon Conversion of the Performance Shares will rank equally with other Ordinary Shares on issue in the Company.
- (d) The Company must cause any Ordinary Shares issued on Conversion of the Performance Shares to be granted quotation on the ASX.
- (e) Notwithstanding the above, the Conversion is subject to the Company obtaining any shareholder, ASX and/or regulatory approval for the Conversion (if required by the Company's Constitution, the *Corporations Act 2001* (Cth) and/or the Listing Rules). The Company shall use its best endeavours to promptly obtain any such approval and do all other acts required to effect the Conversion.

3. PERFORMANCE MILESTONE

The Company generating accumulated revenue (as determined in accordance with the Australian Accounting Standards) of A\$30,000,000 in any 12 month period prior to the Expiry Date.

4. COMPLIANCE WITH ASX LISTING RULES

Where the Company has achieved the Admission, the terms of issue of the Performance Shares contained in this Schedule may be amended as necessary by notice in writing to the Holder in order to comply with the ASX Listing Rules or any directions of the ASX regarding the terms of the Performance Shares.

5. REDEMPTION

If the Performance Milestone is not achieved by the Expiry Date, the Company shall redeem all of the Performance Shares held by the Holder for a total aggregate sum of A\$1.00, upon which the Holder shall deliver to the Company the share certificate or holding statement in relation to the Performance Shares to the Company and the Performance Shares shall be immediately cancelled thereafter.

6. DEFINITIONS

- (a) **A\$** means Australian dollars.
- (b) **Admission** means the admission of the Company to the Official List of the ASX.
- (c) **ASX** means ASX Limited ACN 008 624 691 or the securities exchange market operated by ASX Limited, as the context requires.
- (d) **Company** means Candy Club Holdings Limited ACN 629 598 778.
- (e) **Conversion** means the conversion of Performance Shares into Ordinary Shares as referred to in clause 2(a) of this Schedule.
- (f) **Expiry Date** means the date referred to in clause 1(h) of this Schedule.
- (g) **Holder** means a registered holder of the Performance Shares.
- (h) **Listing Rules** means the official listing rules of the ASX, as amended from time to time.
- (i) **Ordinary Share** means an ordinary share issued in the capital of the Company.
- (j) **Ordinary Shareholder** means a registered holder of an Ordinary Share.
- (k) **Performance Milestone** means the performance milestone referred to in clause 3 of this Schedule.
- (l) **Performance Shares** means the Class D Performance Shares in the Company which are issued on the terms contained within this Schedule.